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November 22, 2017

BY ECF

MEMO ENDORSED

The Honorable William H. Pauley III
United States District Court, S.D.N.Y.
500 Pearl Street
New York, NY 10007

**Re: John Wiley & Sons, Inc. v. Book Dog Books, LLC, 1:13-00816-WHP-GWG;
Cengage Learning, Inc. v. Book Dog Books, LLC, 1:16-cv-7123-WHP-GWG**

Dear Judge Pauley:

We represent Defendants in the above-captioned actions, and write pursuant to the Court's Individual Practices Section V.A to request that Exhibits A, B, and G to the Declaration of A. Leah Vickers (the "Vickers Declaration") submitted in support of Defendants' Motion to Exclude the Testimony of Harry C. Steinmetz (filed today as ECF Nos. 256-1, 256-2, and 256-7) be filed under seal.

The Vickers Declaration attaches the October 26, 2017 Expert Report of Harry C. Steinmetz (Ex. A), the November 16, 2017 Report of Ronald G. Quintero (Ex. B), and the October 16, 2014 Stipulation Regarding Financials (Ex. G). These three documents contain information previously designated Highly Confidential pursuant to the Stipulated Protective Orders in *BDB I* and *BDB II*. These Highly Confidential designations concern Defendants' sensitive business information, including non-public financial documents.

Because the documents at issue reveal non-public information about Defendants' finances and business practices, Defendants respectfully request that they be permitted to file these exhibits to the Vickers Declaration under seal. In accordance with the Court's Individual Practices, Defendants will provide the Court with unredacted versions of the relevant documents by email.

Respectfully submitted,

/s/ A. Leah Vickers
A. Leah Vickers

cc: Counsel of Record (via ECF)

Application granted.

SO ORDERED:

Dated: November 27, 2017
New York, New York


WILLIAM H. PAULEY III
U.S.D.J.